

EXHIBIT A

Amended SDNY Guidelines Certification

JENNER & BLOCK LLP
919 Third Avenue, 37th Floor
New York, New York 10022-3908
Telephone: (212) 891-1600
Facsimile: (212) 891-1699
Patrick J. Trostle
Heather D. McArn

353 North Clark Street
Chicago, Illinois 60654-3456
Telephone: (312) 222-9350
Facsimile: (312) 527-0484
Joseph P. Gromacki (Admitted Pro Hac Vice)
Daniel R. Murray (Admitted Pro Hac Vice)

Special Counsel for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY., <i>et al.</i> ,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
-----X	:	

**CERTIFICATION UNDER GUIDELINES FOR
FEES AND DISBURSEMENTS FOR PROFESSIONALS
IN RESPECT OF FIFTH AND FINAL FEE APPLICATION OF
JENNER & BLOCK LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

I, Daniel R. Murray, hereby certify that:

1. I am a partner of Jenner & Block LLP ("Jenner & Block"), special counsel for Motors Liquidation Company, *et al.* and its affiliated debtors (collectively, the "Debtors") in the above-captioned bankruptcy cases.

2. I have been designated by Jenner & Block with responsibility in this case for ensuring that Jenner & Block's fifth interim and final fee application, dated May 16, 2011 (the

Exhibit A
Amended SDNY Guidelines Certification

“Fifth and Final Application”) for interim payment of compensation and reimbursement of expenses for the period of October 1, 2010 through and including March 29, 2011, and for final payment of compensation and reimbursement of expenses for the period commencing June 1, 2009 through and including March 29, 2011 (the “Compensation Period”) complies with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on November 25, 2009 (the “Amended SDNY Guidelines”) and the United States Trustee Guidelines for Reviewing First Interim Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 3711] (the “Administrative Order,” and collectively with the Amended SDNY Guidelines and the UST Guidelines, the “Guidelines”).

3. In respect of Section A.1 of the Amended SDNY Guidelines, I certify that:

- a. I have read the Fifth and Final Application;
- b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fifth and Final Application fall within the Guidelines;
- c. The fees and disbursements sought are billed at rates in accordance with practices customarily employed by Jenner & Block and generally accepted by Jenner & Block’s clients; and
- d. In providing a reimbursable service, Jenner & Block does not make a profit on that service, whether the service is performed by Jenner & Block in-house or through a third party.

4. In respect of Section A.2 of the Amended SDNY Guidelines and as required by the Administrative Order, I certify that Jenner & Block has provided the Debtors and counsel for the statutory committee of unsecured creditors appointed in these cases statements of Jenner & Block’s fees and disbursements accrued during the previous month, although, due to

Exhibit A
Amended SDNY Guidelines Certification

administrative limitations, such statements were not always provided within the timetable set forth in the Amended SDNY Guidelines. However, such statements were always provided in accordance with the timetable set forth in the Administrative Order. To the extent necessary, Jenner & Block seeks a partial waiver of the requirement in Section A.2 of the Amended SDNY Guidelines that “the trustee, and in chapter 11 cases, the chair of each official committee and the debtor have all been provided not later than 21 days after the end of each month with a statement of fees and disbursements accrued during such month.”

5. In respect of Section A.3 of the Local Guidelines and as required by the Administrative Order, I certify that the Debtors have been provided with a copy of the Fifth and Final Application in accordance with the Administrative Order. To the extent necessary, Jenner & Block seeks a partial waiver of the requirement in Section A.3 of the Amended SDNY Guidelines that “the trustee, and, in a chapter 11 case, the chair of each official committee and the debtor have all been provided with a copy of the relevant fee application at least 14 days before the date set by the court or any applicable rules for filing fee applications.”

Dated: May 16, 2011

/s/ Daniel R. Murray
Daniel R. Murray